

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Nutrition Headquarters (Mineola), Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: NEW YORK
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Vitamin World, Inc.

Internal

Address: Legal Dept.

Street Address: 90 Orville Drive

City: Bohemia

State: New York

Country: USA Zip: 11716

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 1, 2003

- Assignment Merger
- Security Agreement Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,466,185

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
VITAMIN CITY

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Lee Grosskreuz Hechtel

Internal Address: Legal Dept

Street Address: 90 Orville Drive

City: Bohemia

State: New York Zip: 11716

Phone Number: 631.218.7335

Fax Number: 631.218.7341

Email Address: lghechtel@nbtv.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502153

Authorized User Name Lee Grosskreuz Hechtel

9. Signature: Lee Grosskreuz Hechtel
Signature

20 December 2007

Date

Lee Grosskreuz Hechtel

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 502153 2466185

TRADEMARK ASSIGNMENT

Whereas, effective as of April 1, 2003, Nutrition Headquarters (Mineola) Inc., ("Assignor") a New York corporation, formerly located at 90 Orville Drive, Bohemia, New York 11716, was the owner of the trademark, below, for which an application has been filed with the United States Patent and Trademark Office and a registration has been issued (the "Trademark"):

Vitamin City, Registration Number 2,466,185 filed November 27, 1998

Whereas, the Assignor has merged its company with and into Vitamin World, Inc. ("Assignee"), a Delaware corporation having a principal place of business at 90 Orville Drive Bohemia, New York 11716, which acquired the rights to the Trademark, together with the goodwill of the business in connection with which the Trademark are used, with the merger with and into the Assignor.

Now, therefore, this instrument witnesses that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor has sold, assigned and transferred unto to Assignee, its legal successors and representatives, and the Assignee has accepted all of Assignor's entire right, title, and interest in and to the Trademark and registrations, renewals, and extensions thereto, together with the goodwill of the business in connection with which the said Trademark are used and which are symbolized by said Trademark, together with the right to sue for past infringement, to be held and enjoyed by the said Assignee, as fully as the same would have been enjoyed by Assignor, had this Assignment not been made.

In testimony whereof, the said Assignor has hereunto set its hand this 20TH day of December, 2007.

Assignor



By: Michael C. Slade
Title: Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF)

On the 20th day of December, in the year 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared Michael C. Slade, Secretary of Nutrition Warehouse Acquisition Corp., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

LEE GROSSKREUZ HECHTEL
Notary Public, State of New York
No. 00368815
Queens, Suffolk County
Commission Expires January 14, 2010

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Nutrition Warehouse, Inc.

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 10, 1999

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Vitamin World, Inc.

Internal

Address: Legal Dept.

Street Address: 90 Orville Drive

City: Bohemia

State: New York

Country: USA

Zip: 11716

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,746,283, 1,561,658, 2,021,954, 2,044,410,2,093,224, 2,008,317

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
ALOE-ACE, BIO-NUTRITIONAL FORMULAS, PROSTA-METTO, DESERT DAWN, MEGA-VITES and FIBER FORCE-6

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Lee Grosskreuz Hechtel

Internal Address: Legal Dept.

Street Address: 90 Orville Drive

City: Bohemia

State: New York

Zip: 11716

Phone Number: 631 - 218-7335

Fax Number: 631 - 218-7341

Email Address: lghechtel@nbtv.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502153

Authorized User Name Lee Grosskreuz Hechtel

9. Signature:

Lee Grosskreuz Hechtel
Signature

20 December 2007
Date

Lee Grosskreuz Hechtel
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
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1. Name of conveying party(ies):

Nutrition Warehouse, Inc.

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 10, 1999

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Vitamin World, Inc.
 Internal Address: Legal Dept.
 Street Address: 90 Orville Drive
 City: Bohemia
 State: New York
 Country: USA Zip: 11716

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,175,690, 2,083,017, 2,508,728, 1,844,928, 2,141,741

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
LIFE'S GREENS, RADICAL RAIDERS, NUTRITION WAREHOUSE, NUTRITION WAREHOUSE and SUPER SNOOZE

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Lee Grosskreuz Hechtel
 Internal Address: Legal Dept.
 Street Address: 90 Orville Drive
 City: Bohemia
 State: New York Zip: 11716
 Phone Number: 631 - 218-7335
 Fax Number: 631 - 218-7341
 Email Address: lghechtel@nbtv.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$290.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____
 b. Deposit Account Number 502153
 Authorized User Name Lee Grosskreuz Hechtel

9. Signature:

LS
Signature

20 December 2007
Date

Lee Grosskreuz Hechtel
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK ASSIGNMENT

Whereas, effective as of November 10, 1999, Nutrition Warehouse, Inc. ("Assignor"), formerly located at 106 E. Jericho Turnpike, Mineola, New York 11501, was the owner of the following trademarks for which applications have been filed with the United States Patent and Trademark Office and registrations have been issued (the "Trademarks"):

TRADEMARK	REGISTRATION NUMBER	APPLICATION SERIAL NUMBER
ALOE-ACE	1,746,283	74/021,939
BIO-NUTRITIONAL FORMULAS	1,561,658	73/723,841
PROSTA-METTO	2,021,954	75/010,294
DESERT DAWN	2,044,410	74/610,099
MEGA-VITES	2,093,224	75/177,469
FIBER FORCE-6	2,008,317	75/010,285
LIFE'S GREENS	2,175,690	75/230,026
RADICAL RAIDERS	2,083,017	75/010,288
NUTRITION WAREHOUSE	2,508,728	75/851,649
NUTRITION WAREHOUSE	1,844,928	74/435,084
SUPER SNOOZE	2,141,741	75/010,292

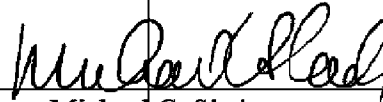
Whereas, Assignor sold its Trademarks to Nutrition Warehouse Acquisition Corp., ("Assignee") a Delaware corporation, formerly located at 4 Metrotech Center, 5th Floor, Brooklyn, New York 11245, as part of a stock purchase agreement, and thereafter dissolved the Assignor's corporation;

Whereas, effective as of November 15, 2001, the Assignee, Nutrition Warehouse Acquisition Corp., was the owner of the listed trademarks, above, and has merged its company with and into Vitamin World, Inc. (the "Current Owner"), a Delaware corporation having a principal place of business at 90 Orville Drive Bohemia, New York 11716, which acquired the rights to the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used, with the merger with and into the Assignee. The Current Owner has previously filed an assignment with the Trademark Office.

Now, therefore, this instrument witnesses that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor has sold, assigned and transferred unto to Assignee, its legal successors and representatives, and the Assignee has accepted all of Assignor's entire right, title, and interest in and to the Trademarks and registrations, renewals, and extensions thereto, together with the goodwill of the business in connection with which the said Trademarks are used and which are symbolized by said Trademarks, together with the right to sue for past infringement, to be held and enjoyed by the said Assignee, as fully as the same would have been enjoyed by Assignor, had this Assignment not been made.

In testimony whereof, the said Assignor has hereunto set its hand this 20th day of December, 2007.

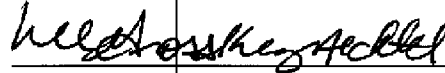
Assignee



By: Michael C. Slade
Title: Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF)

On the 20th day of December, in the year 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared Michael C. Slade, Secretary of Nutrition Warehouse Acquisition Corp., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

LEE GROSSKREUZ HECHTEL
Notary Public, State of New York
No. 02GR6068815
Qualified in Suffolk County
Commission Expires January 14, 2010

TEAS Submit Service ver 2.50

Page 1 of 1

VITAMIN CITY

Received Your Combined Declaration of Use and Incontestability Under Section 8 and 15 and Your Combined Declaration of Use and Incontestability Under Section 8 and 15 Was Submitted Successfully

Success!

We have received your form for registration number 2466185. We will send an Email summary of the form to "lhechtel@nbty.com;lalconcia@nbty.com", which will be your official confirmation of receipt. For electronically-submitted forms, the USPTO will not mail any additional paper confirmation.

NOTE: Do NOT send a duplicate paper copy of this filing to the USPTO, as it will interfere with the proper processing of the electronic submission.

Thank you.

TEAS Support Team

STAMP: USPTO/S08N15-12.35.230.2-20071220160228339403-2466185-400f83958a8c1416961ac95a2544e34c78-DA-1620-20071220153618133691



Trademark Electronic Application System (TEAS) service
U.S. Patent and Trademark Office
Please refer questions or comments to: teas@USPTO.gov

TEAS Submit Service ver 2.50

NUTRITION WAREHOUSE.

**Received Your Combined Declaration of Use and
Incontestability Under Section 8 and 15 and Your Combined
Declaration of Use and Incontestability Under Section 8 and
15 Was Submitted Successfully**

Success!

We have received your form for registration number **2508728**. We will send an Email summary of the form to "**lhechtel@nbty.com,laconcia@nbty.com**", which will be your official confirmation of receipt. For electronically-submitted forms, the USPTO will not mail any additional paper confirmation.

NOTE: Do **NOT** send a duplicate paper copy of this filing to the USPTO, as it will interfere with the proper processing of the electronic submission.

Thank you.

TEAS Support Team

STAMP: USPTO/S08N15-12.35.230.2-20071220162100821999-2508728-4009d92db63c4abc0ca332a28706dadcafa-DA-1953-20071220160827011276



Trademark Electronic Application System (TEAS) service
U.S. Patent and Trademark Office
Please refer questions or comments to: teas@USPTO.gov



teas@uspto.gov
12/20/2007 04:03 PM

To lhechtel@nbty.com, lacconcia@nbty.com
cc
bcc
Subject Received Your Combined Declaration of Use and
Incontestability Under Section 8 and 15 for registration
number 2466185

We have received your Combined Declaration of Use and Incontestability Under Sections 8 and 15 for registration number '2466185'. A summary of your submission is listed below. If you determine that you made an error in the information you entered, **DO NOT** request any changes by e-mail, because the TEAS Support Team cannot make corrections. You may submit a new document and new fees, if time remains in the statutory period; however, the USPTO will not refund any fees paid as part of this current submission. For further information, please contact the Post Registration Division at (571) 272-9500, and ask to speak to an Affidavit Renewal Examiner. Or, see Chapter 1600 of the Trademark Manual of Examining Procedure, at <http://tess2.uspto.gov/tmdb/tmep/1600.htm>

REGISTRATION NUMBER: 2466185
REGISTRATION DATE: 07/03/2001

MARK: VITAMINCITY

The owner, Vitamin World, Inc., having an address of 90 Orville Drive, Legal Dept., Bohemia, New York, United States 11716, is filing a Combined Declaration of Use and Incontestability Under Sections 8 & 15.

For International Class 035, the owner, or its related company, is using the mark in commerce on or in connection with **all** goods or services listed in the existing registration for this class; and, the owner, or its related company, has continuously used the mark in commerce for five (5) consecutive years after the date of registration, or the date of publication under Section 12(c), and is still using the mark in commerce on or in connection with **all** goods or services listed in the existing registration for this class. Also, there has been no final decision adverse to the owner's claim of ownership of such mark for those goods or services, or to the owner's right to register the same or to keep the same on the register; and, there is no proceeding involving said rights pending and not disposed of in either the U.S. Patent and Trademark Office or the courts.

The owner is submitting one specimen for this class showing the mark as used in commerce on or in connection with any item in this class, consisting of a(n) Vitamin City use on product for sales.

The registrant hereby appoints Lee Grosskreuz Hechtel and Irene B. Fisher of NBTY, INC., 90 Orville Drive, Legal Dept., Bohemia, New York United States 11716 to file this Combined Declaration of Use and Incontestability Under Sections 8 & 15 on behalf of the registrant.

TRADEMARK
REEL: 003688 FRAME: 0124

A fee payment in the amount of \$400 has been submitted with the form, representing payment for 1 class(es), plus any additional grace period fee, if necessary.

Declaration Signature

Signature: /Lee Grosskreuz Hechtel/ Date: 12/20/2007

Signatory's Name: Lee Grosskreuz Hechtel

Signatory's Position: Attorney

NOTE: If you would like to suggest additions or changes to the design search codes assigned to your mark, please send an email to TMDesignCodeComments@USPTO.GOV (please include the registration number of your mark on ALL correspondence with the USPTO) or call 1-800-786-9199 to speak with a Customer Service Representative. No fee is necessary. The USPTO will review your request and update the record if appropriate. Design search codes are described on Internet Web page <http://tess2.uspto.gov/tmdb/dscm/index.htm>. You may review the USPTO-assigned design codes for your mark by retrieving current information about your mark in the TARR system at <http://tarr.uspto.gov/> and looking under "Additional Information."

Thank you,

The TEAS support team

Thu Dec 20 16:02:28 EST 2007

STAMP:

USPTO/S08N15-12.35.230.2-20071220160228339403-2466185-400f83958a8c1416961ac95a2544
e34c78-DA-1620-20071220153618133691



teas@uspto.gov
12/20/2007 04:21 PM

To lhechtel@nbtty.com, lacconcia@nbtty.com
cc
bcc
Subject Received Your Combined Declaration of Use and
Incontestability Under Section 8 and 15 for registration
number 2508728

We have received your Combined Declaration of Use and Incontestability Under Sections 8 and 15 for registration number '2508728'. A summary of your submission is listed below. If you determine that you made an error in the information you entered, **DO NOT** request any changes by e-mail, because the TEAS Support Team cannot make corrections. You may submit a new document and new fees, if time remains in the statutory period; however, the USPTO will not refund any fees paid as part of this current submission. For further information, please contact the Post Registration Division at (571) 272-9500, and ask to speak to an Affidavit Renewal Examiner. Or, see Chapter 1600 of the Trademark Manual of Examining Procedure, at <http://tess2.uspto.gov/tmdb/tmep/1600.htm>

REGISTRATION NUMBER: 2508728
REGISTRATION DATE: 11/20/2001

MARK: NUTRITION WAREHOUSE

The owner, Vitamin World, Inc, having an address of 90 Orville Drive, Legal Dept., Bohemia, New York, United States 11716, is filing a Combined Declaration of Use and Incontestability Under Sections 8 & 15.

For International Class 005, the owner, or its related company, is using the mark in commerce on or in connection with **all** goods or services listed in the existing registration for this class; and, the owner, or its related company, has continuously used the mark in commerce for five (5) consecutive years after the date of registration, or the date of publication under Section 12(c), and is still using the mark in commerce on or in connection with **all** goods or services listed in the existing registration for this class. Also, there has been no final decision adverse to the owner's claim of ownership of such mark for those goods or services, or to the owner's right to register the same or to keep the same on the register; and, there is no proceeding involving said rights pending and not disposed of in either the U.S. Patent and Trademark Office or the courts.

The owner is submitting one specimen for this class showing the mark as used in commerce on or in connection with any item in this class, consisting of a(n) scanned label.

The registrant hereby appoints Lee Grosskreuz Hechtel and Irene B. Fisher of NBTY, Inc., Legal Dept., 90 Orville Drive, Bohemia, New York United States 11716 to file this Combined Declaration of Use and Incontestability Under Sections 8 & 15 on behalf of the registrant.

TRADEMARK
REEL: 003688 FRAME: 0126

A fee payment in the amount of \$400 has been submitted with the form, representing payment for 1 class(es), plus any additional grace period fee, if necessary.

Declaration Signature

Signature: /Lee Grosskreuz Hechtel/ Date: 12/20/2007

Signatory's Name: Lee Grosskreuz Hechtel

Signatory's Position: Attorney

NOTE: If you would like to suggest additions or changes to the design search codes assigned to your mark, please send an email to TMDesignCodeComments@USPTO.GOV (please include the registration number of your mark on ALL correspondence with the USPTO) or call 1-800-786-9199 to speak with a Customer Service Representative. No fee is necessary. The USPTO will review your request and update the record if appropriate. Design search codes are described on Internet Web page <http://tess2.uspto.gov/tmdb/dscm/index.htm>. You may review the USPTO-assigned design codes for your mark by retrieving current information about your mark in the TARR system at <http://tarr.uspto.gov/> and looking under "Additional Information."

Thank you,

The TEAS support team

Thu Dec 20 16:21:00 EST 2007

STAMP:

USPTO/S08N15-12.35.230.2-20071220162100821999-2508728-4009d92db63c4abc0ca332a28706
dadcafa-DA-1953-20071220160827011276



FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Mail Stop Assignment Recordation Services Att: Director of the USPTO US Patent and Trademark Office	Lee Hechtel
	DATE: 12/27/07
FAX NUMBER: 571-273-0140	TOTAL NO. OF PAGES INCLUDING COVER: 13
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
RE:	YOUR REFERENCE NUMBER:

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY MY COMMENTS FOLLOW

Notes/Comments:

Re: Nutrition Headquarters, Inc. (Mineola) to Vitamin World, Inc.

The Commissioner is hereby authorized to charge any additional fees under 37 C.R.R.1.16 and 1.17 which may be required or to credit any overpayment to Deposit Account No. 502153, for either or both of the attached Trademark Assignments.

*Respectfully Submitted,
Lee Grosskreuz Hechtel*

The information contained in this facsimile message is intended for the personal and confidential use of the designated recipient(s) named above. This message may be an attorney-client communication or an attorney's work product and, as such, is privileged and confidential. This message is intended for the recipient(s) only. If the reader of this message is not an intended recipient(s) or the agent of the intended recipient(s), you are hereby notified that you have received this document in error, and that any review, distribution, or copying of this message is prohibited. If you have received this communication in error, please notify the sender immediately and return the original message to the sender by mail. Thank you.